

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION

RICHARD MOORE, et al.

**ORIGINAL**

v.

HALLIBURTON COMPANY, et al.

Defendants.

Civil Action No.: 02-CV-1152-M  
THIS DOCUMENT RELATES TO:  
All Actions

**DECLARATION OF GREGORY M. NESPOLE, ESQ. IN SUPPORT OF  
UNOPPOSED MOTION SEEKING COURT AUTHORITY FOR PAUL T. BENEC  
TO WITHDRAW AS LEAD PLAINTIFF AND  
WOLF HALDENSTEIN ADLER FREEMAN & HERZ LLP  
TO WITHDRAW AS EXECUTIVE COMMITTEE MEMBER**

I, GREGORY M. NESPOLE, ESQ., have personal knowledge of the matters stated herein, and if called as a witness, I could and would testify to the following:

1. I am a partner with the law firm of Wolf Haldenstein Adler Freeman & Herz LLP, counsel to lead plaintiff Paul T. Benec; my firm is also a member of this action's court-appointed Executive Committee. I offer this declaration in support of Mr. Benec's unopposed motion to withdraw as lead plaintiff and my firm's application to withdraw as a member of the action's executive committee.

2. In the Spring of 2003 my firm was informed by Richard Schiffman that he had negotiated a proposed settlement with Defendants for \$6 Million. I conveyed that information to Mr. Benec. Based upon the information available at the time, we and Mr. Benec believed that the proposed settlement was in the best interest of the Class.

3. On September 9, 2004, this Court rejected that settlement. I conveyed that information and a copy of the Court's Opinion to Mr. Benec.

4. Following rejection of the settlement, at the Court's urging, the parties engaged in a good faith mediation to see if the case could then be settled. The mediation was unsuccessful. Thereafter, we were informed that Mr. Schiffrin's firm was withdrawing from the case. We subsequently received motion papers to that effect.

5. On or about January 12, 2005, I received notice that the Laborers National Pension Fund and The Plumbers and Pipefitters National Pension Fund, with the concurrence of the Scott & Scott firm, were seeking permission to intervene. In support of their application to intervene, those Plaintiffs submitted a draft Complaint in Intervention setting forth the proposed intervenors' claims. I was also informed that Scott & Scott was proposing to adopt the intervenors' complaint.

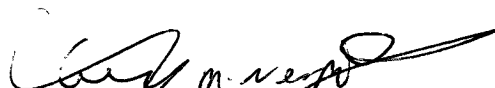
6. I sent a copy of those papers to Mr. Benec and advised him that the Scott & Scott firm intended to adopt this proposed pleading.

7. Following our discussions and his review of the pleading, Mr. Benec informed me that in light of everything that had occurred and because of the proposed new pleading, he wished to withdraw as a lead plaintiff. Mr. Benec said he was not comfortable with the new allegations, nor was he comfortable with the proposed addition of a new Defendant, and was not comfortable with the direction the action was taking. Accordingly, Mr. Benec directed me to seek permission to withdraw as a lead plaintiff.

8. Given Mr. Benec's decision to withdraw, I believe it is also in the best interest of the Class that my firm withdraw as an executive committee member. Neither the Class nor Defendants can be prejudiced by our withdrawal.

I declare under the penalty of perjury that the foregoing is true and accountable.

Dated: March 1, 2005

  
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GREGORY M. NESPOLE, ESQ.

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on this 3<sup>rd</sup> day of March, 2005, a true and correct copy of the above and foregoing was sent by Overnight Mail with postage prepaid thereon, to all persons listed on the attached Service List.

  
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